

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
BALLY TOTAL FITNESS OF)	
GREATER NEW YORK, INC. , <u>et al.</u> ,)	Case No. 07-12395 (BRL)
)	
Debtors.)	Jointly Administered
)	

**ORDER (I) EXTENDING THE
TIME TO FILE SCHEDULES AND STATEMENTS OF FINANCIAL
AFFAIRS AND (II) PERMANENTLY WAIVING THE REQUIREMENT
TO FILE SAME UPON CONFIRMATION OF THE PLAN**

(“SCHEDULES/STATEMENTS ORDER”)

Upon consideration of the motion (the “**Motion**”) ¹ of the Debtors² for entry of an order (i) extending the time to file schedules and statement of financial affairs and (ii) permanently waiving the requirement to file the same upon confirmation of the Plan; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and upon the Affidavit of Don R. Kornstein, Interim Chairman and Chief Restructuring Officer of Bally Total Fitness Holding Corporation, in Support of First Day Motions (the “**First Day Affidavit**”), filed contemporaneously with the Motion; and it appearing that this Court has

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

² The Debtors in these proceedings are: Bally Total Fitness of Greater New York, Inc., Bally Total Fitness Holding Corporation, Bally Total Fitness Corporation, Bally ARA Corporation, Bally Fitness Franchising, Inc., Bally Franchise RSC, Inc., Bally Franchising Holdings, Inc., Bally Real Estate I LLC, Bally REFS West Hartford, LLC, Bally Sports Clubs, Inc., Bally Total Fitness Franchising, Inc., Bally Total Fitness International, Inc., Bally Total Fitness of California, Inc., Bally Total Fitness of Colorado, Inc., Bally Total Fitness of Connecticut Coast, Inc., Bally Total Fitness of Connecticut Valley, Inc., Bally Total Fitness of Minnesota, Inc., Bally Total Fitness of Missouri, Inc., Bally Total Fitness of Philadelphia, Inc., Bally Total Fitness of Rhode Island, Inc., Bally Total Fitness of the Mid-Atlantic, Inc., Bally Total Fitness of the Midwest, Inc., Bally Total Fitness of the Southeast, Inc., Bally Total Fitness of Toledo, Inc., Bally Total Fitness of Upstate New York, Inc., BTF Cincinnati Corporation, BTF Europe Corporation, BTF Indianapolis Corporation, BTF Minneapolis Corporation, BTF/CFI, Inc., BTFCC, Inc., BTFF Corporation, Greater Philly No. 1 Holding Company, Greater Philly No. 2 Holding Company, Health & Tennis Corporation of New York, Holiday Health Clubs of the East Coast, Inc., Holiday/Southeast Holding Corp., Jack LaLanne Holding Corp., New Fitness Holding Co., Inc., Nycon Holding Co., Inc., Rhode Island Holding Company, Tidelands Holiday Health Clubs, Inc., and U.S. Health, Inc.

jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefor, it is hereby:

1. ORDERED that the Motion is granted; and it is further
2. ORDERED that the Debtors are granted an extension of sixty (60) days of the time provided for under Rule 1007(c) of the Bankruptcy Rules to file the Schedules and Statements, which will provide the Debtors with a total of seventy five (75) days after the Petition Date to file the Schedules and Statements, with such date being and including October 15, 2007; and it is further
3. ORDERED that the requirement that each Debtor file its Schedules and Statements shall be permanently waived upon the confirmation of the Plan; provided, however, that such confirmation occurs within seventy five (75) days after the Petition Date; and it is further
4. ORDERED that entry of this Order shall be without prejudice to the Debtors' right to seek further extensions of time within which to file their Schedules and Statements or to seek other relief from the Court regarding the filing of, or waiver of the requirement to file, the Schedules and Statements; and it is further
5. ORDERED that the requirement set forth in Rule 9013-(b) of the Local Bankruptcy Rules for the Southern District of New York that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived; and it is further
6. ORDERED that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

7. ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

8. ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: August 1, 2007
New York, New York

/s/Burton R. Lifland
United States Bankruptcy Judge